

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York, 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 14318
(PANASONIC AUTOMOTIVE SYSTEMS COMPANY OF AMERICA,
DIVISION OF PANASONIC CORPORATION OF NORTH AMERICA)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Panasonic Automotive Systems Company of America, Division of Panasonic Corporation of North America ("Panasonic") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 14318 (Panasonic Automotive Systems Company of America, Division of Panasonic Corporation of North America) (the "Stipulation") and agree and state as follows:

WHEREAS on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS on October 13, 2005, Panasonic submitted a demand to the Debtors asserting a reclamation claim in the amount of \$2,890,443.80 (the "Reclamation Demand").

WHEREAS Panasonic filed proof of claim number 14318 against DAS LLC on April 12, 2006, which asserts an unsecured non-priority claim in the amount of at least \$9,078,756.00 (the "Claim") for goods purchased by DAS LLC prior to the Petition Date. Panasonic asserted that a portion of the Claim was entitled to administrative expense priority as it consisted of goods subject to a reclamation demand.

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate

Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection"), which was filed on October 31, 2006.

WHEREAS on November 7, 2006, the Debtors and Panasonic entered into a letter agreement (the "Reclamation Letter Agreement") with respect to the Reclamation Demand, whereby the Debtors and Panasonic acknowledge and agree that the valid amount of the Reclamation Demand is \$78,475.89 (the "Reclamation Claim"), subject to the Debtors' right to seek, at any time and notwithstanding Panasonic's agreement to the amount set forth in the Reclamation Letter Agreement, a judicial determination that certain reserved defenses (the "Reserved Defenses") to the Reclamation Claim are valid.

WHEREAS on November 22, 2006, Panasonic timely filed its Response Of Panasonic Automotive Systems Company Of America, Division Of Panasonic Corporation Of North America To Debtors' Third Omnibus Claims Objection (Docket No. 5772) (the "Response").

WHEREAS on June 18, 2007, to resolve the Third Omnibus Claims Objection with respect to the Claim, DAS LLC and Panasonic entered into a settlement agreement (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$9,008,364.03.

WHEREAS DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26,

2007 (the "Settlement Procedures Order") and notice of this Stipulation is sufficient pursuant to the Settlement Procedures Order.

THEREFORE, the Debtors and Panasonic stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$9,008,364.03 and shall be treated as a valid, allowed, undisputed, non-contingent, liquidated, prepetition general unsecured non-priority claim against the estate of DAS LLC.

2. Panasonic reserves the right, pursuant to section 503(b) of the Bankruptcy Code, to seek administrative priority status for \$78,475.89 of the Claim on the grounds that Panasonic has a valid reclamation claim in the amount of \$78,475.89.

3. The Debtors reserve the right to seek, at any time and notwithstanding Panasonic's agreement to the amount set forth in the Reclamation Letter Agreement, a judicial determination that the Reserved Defenses are valid.

4. Panasonic shall withdraw its Response to the Third Omnibus Claims Objection with prejudice.

So Ordered in New York, New York, this 26th day of June, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606-1285
(312) 407-0700

/s/ David M. Hillman

David M. Hillman
James T. Bentley
SCHULTE ROTH & ZABEL
919 Third Avenue
New York, New York 10022
212-756-2000

Attorneys for Panasonic Automotive Systems
Company of America, Division of Panasonic
Corporation of North America

- and -

Kayalyn A. Marafioti
Thomas J. Matz
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
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